Ferguson Richard Form 5 February 14, 2013

FORM 5

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0362 Number: January 31, Expires:

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

2005 Estimated average burden hours per response... 1.0

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

OWNERSHIP OF SECURITIES

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * Ferguson Richard			2. Issuer Name and Ticker or Trading Symbol PEOPLES BANCORP INC [PEBO]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
			(Month/Day/Year)	_X_ Director 10% Owner			
138 PUTNAM STREET, P.O. BOX 738 (Street)			12/31/2012	Officer (give title Other (specify below) below)			
			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)	(check applicable line)			

MARIETTA, OHÂ 45750

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned at end Direct (D) of Issuer's or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price	Fiscal Year (I) (Instr. 3 and (Instr 4)		
Common Stock	05/21/2012	Â	A4(1)	11.269	A	\$ 19.194	2,333.361	D	Â
Common Stock	11/19/2012	Â	A4(1)	14.927	A	\$ 18.638	2,333.361	D	Â
Common Stock	02/21/2012	Â	A4(1)	11.686	A	\$ 16.894	2,333.361	D	Â
Common Stock	08/20/2012	Â	A4 <u>(1)</u>	10.783	A	\$ 21.602	2,333.361	D	Â

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amo	unt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)
	Derivative				Securities			(Instr	. 3 and 4)	
	Security				Acquired			·		
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Lacreisable	Dute		of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Ferguson Richard
138 PUTNAM STREET
P.O. BOX 738

MARIETTA, OHÂ 45750

Signatures

/s/ Edward G. Sloane, attorney-in-fact for Mr. O2/14/2013 Ferguson

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares received as a result of participation in the Dividend Reinvestment Program.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2